

BOSSINI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 592)

Remuneration Committee Terms of Reference

Constitution

1. The Board (the “Board”) of Directors (the “Directors”) of Bossini International Holdings Limited (the “Company”) establishes a committee of the Board known as the Remuneration Committee (the “Committee”).

Membership

2. The members of the Committee (the “Members”) shall be appointed by the Board and shall consist of not less than three (3) members, a majority of whom should be independent non-executive directors.
3. The Chairman of the Committee shall be appointed by the Board and should be an independent non-executive director.
4. The company secretary of the Company (the “Company Secretary”) shall be the secretary of the Committee.

Authority

5. The Committee is authorised by the Board to act within its terms of reference. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.
6. The Committee is authorised by the Board to obtain outside legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.
7. The Committee should consult chairman and/or chief executive of the Company about their remuneration proposals for other executive directors. The Committee should have access to independent professional advice if necessary.
8. The Committee should be provided with sufficient resources to perform its duties.
9. The Committee should make available its terms of reference, explaining its role and the authority delegated to it by the Board by including them on The Stock Exchange of Hong Kong Limited’s website and the Company’s website.
10. The Company should disclose details of any remuneration payable to members of senior management in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Duties

11. The duties of the Committee shall be:

- (a) To make recommendations to the Board on the Company's policy and structure for all directors' and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (b) To review and approve the management's remuneration proposals with reference to the Board's corporate goals and objective. Company should disclose details of any remuneration payable to members of senior management in accordance with the Listing Rules;
- (c) either:
 - (i) to determine, with delegated responsibility, the remuneration packages of individual executive directors and senior management; or
 - (ii) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

This should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

- (d) to make recommendations to the Board on the remuneration of non-executive directors;
- (e) to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (f) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
- (g) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
- (h) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;
- (i) to review and/or approve matters relating to share schemes under Chapter 17 of the Listing Rules; and
- (j) to do any such things to enable the Committee to discharge its powers and functions conferred on it by the Board.

Meetings

Frequency of meetings

12. Meetings shall be held not less than once a year.

Proceedings of Meetings

13. Notice of each meeting of the Committee must be given to each Member before the time when the meeting is to be held. The Bye-Laws of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and not replaced by provisions herein shall apply to the meetings and proceedings of the Committee. The agenda and accompanying papers shall be sent to all Members in a timely manner and at least 3 days before the intended date of a meeting of the Committee (or such other period as agreed by the Members).

Quorum

14. A quorum for the meeting of the Committee shall be two members.

Attendance at meetings

15. The Members may participate in a meeting of the Committee in person or by means of telephone or similar communications equipment and participation in a meeting pursuant to this provision shall constitute presence in persons at such meeting.
16. The Chairman/Chief Executive and the Head of Human Resources Department shall normally attend meetings.

Minutes and Resolutions

17. Resolution of the Committee shall be passed at its meeting by a majority of votes which can also be passed by a resolution in writing signed by all the Members of the Committee. Full minutes of meetings of the Committee shall be kept by the Company Secretary. The Company Secretary shall circulate the draft and final versions of minutes of meetings and reports of the Committee to all committee members for their comment and records respectively, within a reasonable time after the meeting.

The Committee report to the Board on decisions or recommendation they made when appropriate.

Effective: 1 January 2023